

CRAWLEY TOWN CENTRE BID COMPANY LIMITED (THE "COMPANY" OR "CTC BID")

COMPANY NUMBER: 12058421

Minutes of a meeting (the "**Meeting**") of the directors held at the offices of Crawley Town BID Co Ltd on 20 September 2023 at 2.30pm

DIRECTORS PRESENT: Paul Rolfe (**PR**) (Chair)
Abigail Bowden (**AB**)
Nicola Cheek (**NCh**)
Neil Cooper (**NCo**)
Luke Longley (**LL**)
Matthew Tyson (**MT**)

OTHERS ATTENDING: Wendy Bell (**WB**) - CTC BID
Sam Murray (SM) – CTC BID
Emma Bullement (**EB**) – EMW LLP
Tom Wood (**TW**) – police advisory member

APOLOGIES: Duncan Crow (**DC**) Simon Cuckow (**SC**) Grigory Lazarev (**GL**) Peter Rainier (**PRa**) Atif Nawaz (**AT**) Lynn Hainge (**LH**) Clem Smith (**CS**)

1 QUORUM AND INTERESTED DIRECTORS

- 1.1 The Chair declared that due notice of the Meeting had been given to all board members (the "Board") and that a quorum was present.
- 1.2 Each of the Directors at the Meeting had declared all of the interests that they held, directly or indirectly, in the matters to be discussed which they were required by statute, the Company's articles of association (the "Articles") or otherwise to disclose; and no Director was for any reason disqualified from voting at the Meeting or forming part of the quorum.
- 1.3 The Chair declared the Meeting open and explained that apologies had been received from DC, SC and PRa.

2 MINUTES AND MATTERS ARISING

- 2.1 The minutes of the previous meeting held on 12 June 2023 had been circulated to the Board prior to the Meeting and were approved as a true record of that meeting by the Chair.
- 2.2 The summary of matters arising was noted and the following specific matters discussed and noted:
- 2.2.1 Action point 2 – to carry forward;
- 2.2.2 Action point 4 – Board and WB to implement points from the mid-term review.

- 2.3 It was agreed that the review document would be considered further to agree the points to take forward noting specifically that the articles of association needed to be resolved.

3 GOVERNANCE POINTS

Articles of Association

- 3.1 After some consideration it was agreed that the articles should be finalised and sent to shareholders for approval by way of written resolution prior to the re-election process (and not form part of it).
- 3.2 The Board were reminded that the adoption of articles of association required the consent of a 75% majority of eligible members. WB confirmed that she would review the register of members and note those who had not yet paid their levy (and would therefore be ineligible to vote).
- 3.3 It was agreed that board members would review the current draft of the articles and provide feedback to WB by mid-October, with a view to finalising and approving the articles, written resolution and communication to the Company's members at the next board meeting to be held in November. It was noted that the revised articles would be circulated to the board 2 weeks prior to the meeting to provide sufficient time for a final review.
- 3.4 It was agreed that there needed to be clear communication with members to ensure that the proposed amendments and the reason for these changes explained and that members understood what they were required to do. It was further noted that the written resolution and proposed articles must be sent to all members of the Company at the same time and whether this was to be by post or email would be considered further.
- 3.5 It was suggested that a video could accompany the messaging as a way of ensuring all members understood what was being updated and how this would benefit them.
- 3.6 It was noted that the next annual general meeting (AGM) of the Company must be held within 15 months of the prior AGM.
- 3.7 It was agreed that the AGM would include the year end accounts and the business plan for the upcoming year. There were no resolutions proposed and therefore the AGM would take the form of a 'showcase', building on the feedback of the various focus groups. It was agreed that the AGM be held in April 2024 with notices being sent out accordingly.

Registered office

- 3.8 It was agreed that the registered office of the Company would be changed to EMW's offices and WB would confirm whether this would be to the Crawley or Milton Keynes address.

4 BUDGET NOTE AND COLLECTIONS UPDATE

- 4.1 It was reported that collections were at 84% of the invoice value as at the end of August, noting that more should be incoming.
- 4.2 It was further reported that collections from previous years, including back to 2020 were ongoing and pre-litigation letters had been sent by the Council to non-payers. It was anticipated that 2021

arrears would be received during September. Following the conclusion of a recent fraud case, it was expected a payment of £1500 would be made in respect of arrears of that relevant company.

- 4.3 All directors representing members were asked to check that their respective company had paid and to follow up if necessary.
- 4.4 Terms used in the Budget Note under the Project section were explained: 'all year budget' referred to spend to date and 'committed' related to contracted spend, where spend for the year had been agreed.
- 4.5 WB took the Board through the key figures, noting the total expected expenditure against income of approximately £400,000. The cash and deposit accounts were also noted.
- 4.6 It was explained that the Company retained a reserve equivalent to 6-month's running costs, and it was proposed that this information be included as a specific line in the Budget note going forward.
- 4.7 It was noted that the loan repayments had been made. It was reported that anticipated spend was on track as set out in the project spreadsheet and anticipated that there would not be a high surplus unless the spend was lower than currently expected. It was noted that the Board should be informed of any expected overspend/underspend with relevant details.
- 4.8 It was explained how those events which were match funded or where donations had been received were shown on the Budget Note, together with those that generated additional income.
- 4.9 The Board noted that it would be useful to see whether an event was on budget and what income included (i.e. generated through the event, donations, support from business). It was noted that this would also show the link with member businesses.
- 4.10 It was noted that the Company also had associated members. These were not guarantor members as they did not pay a levy, but paid CTC BID for certain services.

5 BID OPERATIONS REPORT

- 5.1 It was reported that the Safer Streets initiative, a joint initiative with Sussex Police and the Council had received positive feedback. CCTV had been installed in the Memorial Gardens and with the next phase being the installation of lighting.
- 5.2 It was reported that Creepy Crawley month would start soon with a number of events planned including; a ghost tour, a horror film music workshop and a zombie thriller dance.
- 5.3 Events for December had also been planned, including a children's business fair on 9 December. It was reported that agreement had been reached with the Council for a Christmas Market to be held in Queen's Square between the 4th and 14th December.
- 5.4 The Board confirmed that it had no questions on the projects update, noting the huge amount of progress and development with lots of activities having taken place and planned for the remainder of the year. It was noted that the footfall analysis would be useful when available.

6 AOB

- 6.1 It was noted that there had been a number of incidents on the High St including open drug dealing, and lighting needed to be looked at further. It was understandable why the Christmas Market would not be on the High Street, but suggested Christmas lights could be put up there as an additional light source over the winter.
- 6.2 Although CCTV had been installed in the High St, the lack of lighting made identification of suspects difficult. It was noted that trees had been cut back which made things slightly better but that more needed to be done to improve security for both businesses and individuals. It was agreed that this should be a priority.
- 6.3 TW updated the Board from a policing perspective, noting that there had been significant improvements from the initiatives completed to date but that there was still work to do, particularly regarding the High Street and he would continue to lobby to secure further actions were taken.
- 6.4 It was noted that a third Wednesday club had been set up where members of professional services firms would meet to network.
- 6.5 It was reported that CTC Bid had created a number of banners and leaflets (which included a map of the CTC BID area and businesses) for the Invest Crawley event and for marketing purposes. These had been sent to the Council, various larger businesses (such as Prezzo and Wildwood) and taken to exhibitions attended by the CTC BID team. It was proposed that there was additional marketing at the train station and Gatwick airport to encourage people with stopovers to visit Crawley.
- 6.6 LL reported that the BID Term 2 committee had met twice since the last board meeting and were preparing a business plan to present to the Board and then to the Council in the new year. It was noted that the business plan would consider levy rates, income and thresholds with the aim of maintaining the level of income without increasing the levy. LL confirmed that the next meeting was scheduled for November and the Board would be updated accordingly.
- 6.7 It was noted that an action point from the previous meeting was to email those eligible directors who had sent apologies regarding the Chair's position. WB confirmed that this had been done and positive responses received from all directors who had replied (SC had not responded as at the date of the meeting).
- 6.8 It was noted that one of the points arising from the mid-term review related to the duties of the CTC BID directors. The Board were reminded that all directors of the Company had a duty to promote the success of CTC BID. It was noted, that any director who could not satisfy this duty and support the Company in this way, should not be on the Board.

7 CLOSE

The Board confirmed they had no further comments and the Chair declared the Meeting closed.

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CHAIR

